

# CRAVATH, SWAINE & MOORE

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RCA 233663  
WUD 125547  
WUI 620976

RECORDATION NO. *11631-A* Filed 1425

APR 21 1980 - 2 02 PM

INTERSTATE COMMERCE COMMISSION

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*Series 6B*

*Blue cover*

April 17, 1980

Amendment Agreement Dated as of April 10, 1980  
Amending Equipment Trust Agreement  
Filed under Recordation No. 11631

Dear Madam:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Railbox Company for filing and recordation counterparts of the following document:

Amendment Agreement dated as of April 10, 1980, between Mercantile-Safe Deposit and Trust Company, as Trustee, and Railbox Company, as Company.

The Amendment Agreement amends an Equipment Trust Agreement dated as of March 1, 1980, previously filed and recorded with the Interstate Commerce Commission on April 7, 1980, at 10:50 a.m., Recordation Number 11631.

The Amendment Agreement amends Schedule I to the Equipment Trust Agreement to show the deletion of ACF Equipment and the addition of Whittaker Equipment.

Please file and record the Amendment Agreement submitted with this letter and assign it Recordation Number 11631-A.

Enclosed is a check for \$10 payable to the Interstate Commerce Commission for the recordation fee for the

Amendment Agreement.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the remaining counterparts of the document be delivered to the bearer of this letter.

Very truly yours,

*Laurance V. Goodrich*

Laurance V. Goodrich  
as Agent for Railbox Company

Agatha L. Mergenovich,  
Secretary,  
Interstate Commerce Commission,  
Washington, D. C. 20423.

11631-A

RECORDATION NO. 11631-A Filed 1425

APR 21 1980 - 2 05 PM [CS&M Ref. 2164-103] Series 6B

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of April 10, 1980, between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation ("Trustee"), and RAILBOX COMPANY, a Delaware corporation ("Company").

WHEREAS the Trustee and the Company have entered into an Equipment Trust Agreement dated as of March 1, 1980 ("Trust Agreement"), filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 7, 1980, at 10:50 a.m., and assigned recordation number 11631; and

WHEREAS the parties hereto desire to amend the Trust Agreement by deleting from Schedule I thereto all 28 ACF, Incorporated, 50'6", 70-ton capacity, general service box cars with 10' doors and substituting therefor 26 Whittaker Corporation, Berwick Forge and Fabricating Division, 50'6" 70-ton capacity, general service box cars with 10' doors with car numbers 40538 through 40563; and

WHEREAS this substitution of Equipment is authorized by the second paragraph of Section 4.01 and Section 5.03 of the Trust Agreement without the consent of the Purchasers.

NOW, THEREFORE, in consideration of the mutual

agreements herein contained, the parties hereto agree as follows:

1. Schedule I to the Trust Agreement is hereby deleted and restated in its entirety as set forth in Schedule I attached hereto.

2. Except as amended hereby, the Trust Agreement shall remain in full force and effect.

3. The Company will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.


MERCANTILE-SAFE DEPOSIT AND TRUST  
COMPANY, Trustee,

by

  
Assistant Vice President

[Corporate Seal]

Attest:

  
Corporate Trust Officer

RAILBOX COMPANY,

by

*R. E. Zimmerman*  
Treasurer

[Corporate Seal]

Attest:

*J. D. Marion*  
Assistant Secretary

STATE OF MARYLAND, )  
 ) ss.:  
COUNTY OF BALTIMORE, )

On this <sup>18th</sup> day of April 1980, before me personally appeared R. E. SCHREIBER, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Patricia A. Shilow

[NOTARIAL SEAL]

My Commission expires: 7-1-82

STATE OF ILLINOIS, )  
 ) ss.:  
COUNTY OF COOK, )

On this <sup>17th</sup> day of April 1980, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Treasurer of RAILBOX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

JPHopkins

[NOTARIAL SEAL]

My Commission expires:

My Commission Expires December 27, 1983

# SCHEDULE I

<u>Description</u>	<u>Manufacturer</u>	<u>Quantity</u>	<u>Company's Car Numbers (all inclusive)</u>	<u>AAR Mechanical Designation</u>
50'6", 70-ton capacity, general service box car with 10' door	Whittaker Corpo- ration, Berwick Forge and Fabri- cating Division	314	40250-40563	XM